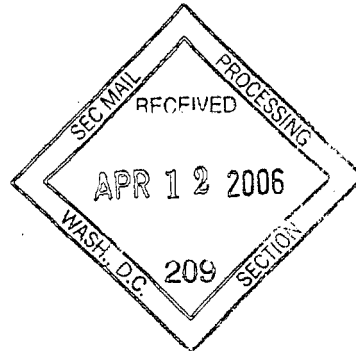


Asia  
Pac  
Bang  
Beijing  
Hanoi  
Ho Chi  
Hong K  
Jakarta  
Kuala Lun  
Manila  
Melbourne  
Shanghai  
Singapore  
Sydney  
Taipei  
Tokyo

Europe &  
Middle East  
Almaty  
Amsterdam  
Antwerp  
Bahrain  
Baku  
Barcelona  
Berlin  
Bologna  
Brussels  
Budapest  
Cairo  
Dusseldorf  
Frankfurt / Main  
Geneva  
Kyiv  
London  
Madrid  
Milan  
Moscow  
Munich  
Paris  
Prague  
Riyadh  
Rome  
St. Petersburg  
Stockholm  
Vienna  
Warsaw  
Zurich

North & South  
America  
Bogota  
Brasilia  
Buenos Aires  
Calgary  
Caracas  
Chicago  
Chihuahua  
Dallas  
Guadalajara  
Houston  
Juarez  
Mexico City  
Miami  
Monterrey  
New York  
Palo Alto  
Porto Alegre  
Rio de Janeiro  
San Diego  
San Francisco  
Santiago  
Sao Paulo  
Tijuana  
Toronto  
Valencia  
Washington, DC



FILE NO. 82-3311

April 3, 2006

VIR AIR MAIL

Securities and Exchange Commission  
Office of International Corporate Finance  
Division of Corporation Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
U. S. A.

SUPPL

**SHISEIDO COMPANY, LIMITED**Re: Sponsored Level 1 ADR Facility

Dear Sirs:

Pursuant to Rule 12g-3 - 2 (b) under the Securities Exchange Act of 1934, we, as legal counsels to Shiseido Company, Limited (the "Company") with respect to its ADR program, enclose herewith the document of which contents were announced by the Company.

- Shiseido to Transfer its Sanitary Products Business to the Unicharm Group (dated March 31, 2006) (English translation)
- Notice on Dissolution of a Subsidiary (dated March 31, 2006) (English translation)

PROCESSED

3 APR 17 2006  
THOMSON  
FINANCIAL

Yours very truly,

*Fusako Otsuka*  
Fusako Otsuka

Encl.

cc: Shiseido Company, Limited  
cc: The Bank of New York



March 31, 2006

## **Shiseido to Transfer its Sanitary Products Business to the Unicharm Group**

At a Board of Directors Meeting on March 31, 2006, Shiseido resolved to transfer the sanitary products business of the consolidated subsidiary FT Shiseido Co., Ltd. to Unicharm Corporation and Unicharm Products Co., Ltd. Further, using this opportunity, Shiseido has conducted feasibility studies for a strategic alliance with the Unicharm Group that would draw on the strengths of both entities.

### **1. Reason for the Transfer**

Since fiscal 2005, Shiseido has been working to achieve its three-year management plan geared toward expanding growth through "reforming domestic marketing activities" as well as raising profitability through "fundamental restructuring." The core of these reforms lies in developing "broad and strong brands" in various categories centered on proposing beauty regimens, while in the toiletries business, Shiseido is undertaking structural reforms to concentrate on three cleansing fields.

The aforementioned business transfer was one step in these reforms, and will aid the Company in further focusing management assets on core fields to raise market competitiveness.

### **2. Details of the Transfer**

The development and sales of the sanitary products business have been handled by FT Shiseido Co., Ltd., while production has been handled by FT Shiseido's subsidiary Mieux Products Co., Ltd.

#### **(1) Objectives and Designated Companies Concerning Transfer of Business**

- ① The 1,040 shares in Mieux Products held by FT Shiseido will be transferred to Unicharm Products Co., Ltd.
- ② The inventory held by FT Shiseido Co., Ltd. will be transferred to Unicharm Products Co., Ltd.
- ③ Such intellectual property as logos and patents related to the sanitary products business held by FT Shiseido Co., Ltd. will be transferred to Unicharm Corporation.

#### **(2) Net Sales of Transferred Business**

Roughly ¥4.0 billion (Projected for period ending March 2006)

#### **(3) Transfer Price and Settlement Method**

A suitable price will be determined at the time of the transfer and settled after deliberation.

### 3. Overview of Transferred Subsidiary

- (1) Company Name Mieux Products Co., Ltd.
- (2) President and CEO Kimitaka Kikuchi
- (3) Location 1349 Tokunomori, Ozu-City, Ehime 795-8511, Japan
- (4) Date of Establishment September 9, 1985
- (5) Main Scope of Business Manufacture of sanitary products
- (6) Settlement of Accounts March
- (7) Employees 162 (including part-time)
- (8) Capital ¥80,000,000
- (9) Total Shares Issued 1,600 shares
- (10) Major Shareholders FT Shiseido Co., Ltd. 1,040 shares (65%)  
and Ownership MARUSAN INDUSTRY CO., LTD. 560 shares (35%)
- (11) Recent Business Results

Millions of yen

	Fiscal year ended March 2004	Fiscal year ended March 2005
Net sales	3,987	3,376
Gross profit	274	310
Income from operations	202	230
Ordinary income	187	223
Net income	117	113

### 4. Overview of Designated Companies Concerning Transfer of Business

#### Unicharm Corporation

- (1) Company Name Unicharm Corporation
- (2) President and CEO Takahisa Takahara
- (3) Registered Office 182 Shimobun, Kinsei-cho, Shikokuchuo-City,  
of the Company Ehime 799-0111, Japan
- (4) Main Scope of Business Sales of disposable diapers and sanitary products

#### Unicharm Products Co., Ltd.

- (1) Corporate Name Unicharm Products Co., Ltd.
- (2) Representative Masakatsu Takai
- (3) Registered Office 130 Shimobun, Kinsei-cho, Shikokuchuo-City,  
of the Company Ehime 799-0111, Japan
- (4) Main Scope of Business Manufacture of disposable diapers and sanitary products

## 5. Time Schedule

March 31, 2006	Resolution passed by Board of Directors and basic consent contract concluded
April 30, 2006	Share transfer contract and asset transfer contract concluded (planned)
May 31, 2006	Share transfer and asset transfer completed (planned)

## 6. Impact on Business Results

The impact on business results as a result of the business transfer will be minimal for the period ended March 31, 2006.

## (Reference)

Overview of FT Shiseido Co., Ltd.

(1)	Company Name	FT Shiseido Co., Ltd.
(2)	President and CEO	Tadashi Noguchi
(3)	Registered Office of the Company	7-5-5 Ginza, Chuo-ku, Tokyo 104-0061, Japan
(4)	Scope of Business	Sales of toiletry products
(5)	Shareholder Composition	Shiseido Co., Ltd. 2,200 shares (100%)

For further information, please contact Mr. Satoshi Hirota, Shiseido Public Relations Department.  
(Tel: 03-3572-5111 Fax: 03-6218-5249)

March 31, 2006

**Notice on Dissolution of a Subsidiary**

**Shiseido Company, Limited**

Listing: Tokyo Stock Exchange, First Section      Code Number: 4911  
Representative: Shinzo Maeda, President & CEO (Representative Director)  
Contact: Masato Hashikawa, General Manager of Investor Relations Department  
Telephone: +81-3-3572-5111

On March 31, 2006, Shiseido Co., Ltd. (the Company) announced that its Board of Directors has resolved to dissolve its subsidiary, SMB S.A.S., as described below.

**1. Reason for Dissolution**

The Shiseido Group is presently undertaking its three-year management plan to maximize growth potential while improving profitability. As a part of its fundamental restructuring measures aimed at transforming itself into a more robust structure capable of generating profits steadily, the Company has resolved to dissolve this subsidiary.

**2. Subsidiary Profile**

- (1) Company Name: SMB S.A.S.
- (2) Location: 79 Rue Marcel Dassault, 92100 Boulogne Billancourt, France
- (3) Representative: Keiichi Fujii
- (4) Business Activity: Sale and import/export of cosmetic products, chiefly focused on makeup
- (5) Establishment: April 2001
- (6) Capitalization: €2,286,735. 26
- (7) Equity Ownership: Shiseido Co., Ltd. 99.9933%, Others 0.0067%

**3. Dissolution Schedule**

March 31, 2006      SMB S.A.S. Extraordinary general meeting of shareholders  
Around March 2007      Scheduled completion of liquidation

**4. Future Outlook**

The above dissolution's impact on the Company's settlement of accounts for the fiscal year ending March 31, 2006 (consolidated/non-consolidated) is estimated to be minimal.

- E N D -